

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

**WILENTZ, GOLDMAN & SPITZER, P.A.**

90 Woodbridge Center Drive  
Suite 900, Box 10  
Woodbridge, New Jersey 07095-0958  
DAVID H. STEIN, ESQ.  
Telephone: (732) 636-8000  
Attorneys for Alfred Zeve

In re:

BED BATH & BEYOND INC., *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

**CERTIFICATION OF COUNSEL IN SUPPORT OF MOTION FOR AN  
ORDER MODIFYING THE AUTOMATIC STAY AND PLAN INJUNCTION  
TO ALLOW MOVANT TO CONTINUE PENDING LITIGATION AGAINST  
THE DEBTOR AND RECOVER SOLELY AGAINST DEBTOR'S INSURER,  
WAIVING THE PROVISIONS OF FED. R. BANKR. P. 4001 (a)(3) AND FOR  
RELATED RELIEF**

I, Michael A. Zimmerman, of full age, upon his oath deposes and says as follows:

1. I am an attorney at law of the State of Texas and am a partner of The Zimmerman Law Firm P.C., which is acting as counsel for Alfred Zeve ("Movant" or "Zeve"), a personal injury claimant involving injuries sustained at a retail store owned and operated by Bed Bath and Beyond, Inc. d/b/a Bed Bath & Beyond (the "Debtor").

<sup>1</sup> The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 650 Liberty Avenue, Union, New Jersey 07083.

2. In preparing this Certification, I reviewed and relied upon the State Court (defined below) docket and the assistance and support of my law firm's staff in assembling the information. The information contained herein is accurate and true to the best of my knowledge, information and belief.

3. Zeve suffered substantial personal injuries from a slip and fall accident which occurred at a retail store located at 13910 Dallas Parkway in Dallas, Texas which was owned and operated by the Debtor.

4. On February 10, 2023, prior to the commencement of this bankruptcy case, Zeve filed a lawsuit styled as Alfred Zeve v. Bed, Bath & Beyond, Inc. d/b/a Bed, Bath & Beyond, pending in the District Court of Dallas County, Texas, 101<sup>st</sup> Judicial District (the "State Court") under Docket Number DC-23-01958. (the "State Court Action"). A true copy of Plaintiff's Original Petition is attached hereto as Exhibit "A".

5. On April 25, 2023, the Debtor filed a Suggestion of Bankruptcy in the State Court Action, advising the State Court that the Debtor had filed a voluntary Chapter 11 petition on April 23, 2023, thereby triggering the automatic stay provisions contained in 11 U.S.C. § 362 (a). A true copy of the Suggestion of Bankruptcy is attached hereto as Exhibit "B".

6. Zeve now seeks relief from the Automatic Stay to continue to prosecute the State Court Action and to recover solely against the Debtor's insurers and insurance policies.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 28<sup>th</sup>, 2024

  
Michael A. Zimmerman

# **EXHIBIT A**

DC-23-01958

NO. \_\_\_\_\_

**ALFRED ZEVE,  
Plaintiff,**

**V.**

**BED BATH & BEYOND INC d/b/a BED  
BATH & BEYOND,  
Defendant.**

§  
§  
§  
§  
§  
§  
§  
§  
§

**IN THE DISTRICT COURT OF**

**DALLAS COUNTY, TEXAS**

**\_\_\_\_ JUDICIAL DISTRICT**

---

**PLAINTIFF'S ORIGINAL PETITION**

---

**TO THE HONORABLE JUDGE OF SAID COURT:**

NOW COMES, ALFRED ZEVE, Plaintiff herein, complaining of and about BED BATH & BEYOND INC d/b/a BED BATH & BEYOND, Defendant herein, who were acting in conformity with the allegations in this Petition and for cause of action would show unto the Court the following:

**DISCOVERY CONTROL PLAN LEVEL**

1. Plaintiff intends that discovery be conducted under Discovery Level 1 of the *Texas Rules of Civil Procedure*.

**PARTIES AND SERVICE**

2. Plaintiff Alfred Zeve is an individual residing in Dallas County, Texas.

3. Defendant Bed Bath & Beyond Inc d/b/a Bed Bath & Beyond is a foreign for-profit corporation registered to do business in the state of Texas. Defendant may be served pursuant to sections 5.201 and 5.255 of the Texas Business Organizations Code by serving its registered agent: C T Corporation System, 1999 Bryan Street, Suite 900 Dallas, Texas 75201-3136. Service of said Defendant as described above can be effected by personal service.



### **JURISDICTION AND VENUE**

4. Plaintiff seeks only monetary relief of \$250,000 or less, excluding interest, statutory or punitive damages and penalties, and attorney fees and costs.

5. The subject matter in controversy is within the jurisdictional limits of this Court.

6. This Court has jurisdiction over Defendant Bed Bath & Beyond Inc d/b/a Bed Bath & Beyond because it is a corporation that purposely availed itself of the privilege of conducting activities in the State of Texas and establish minimum contacts sufficient to confer jurisdiction over said Defendant, and the assumption of jurisdiction over Defendant will not offend traditional notions of fair play and substantial justice and is consistent with the constitutional requirements of due process.

7. In addition, and in the alternative, Plaintiff would show that Defendant Bed Bath & Beyond Inc d/b/a Bed Bath & Beyond had continuous and systematic contacts with the State of Texas sufficient to establish general jurisdiction over said Defendant.

8. In addition, and in the alternative, Plaintiff would also show that the cause of action arose from or relates to the contacts of Defendant Bed Bath & Beyond Inc d/b/a Bed Bath & Beyond to the State of Texas, conferring specific jurisdiction with respect to said Defendant.

9. Venue in Dallas County is proper in this cause under TEX. CIV. PRAC. & REM. CODE §15.002(a)(1) because all or a substantial part of the events or omissions giving rise to this lawsuit occurred here.

10. All conditions precedent have been met or have occurred.

### **FACTS**

11. On or about February 27, 2021, Plaintiff entered the Bed Bath & Beyond Inc d/b/a Bed Bath & Beyond store located at 13910 Dallas Parkway in Dallas, Texas, 75240 as a business

invitee and patron. While in the store, Plaintiff slipped and fell on liquid that was left on the entrance floor by Defendant's employees, causing him to suffer physical injuries as a proximate and direct result of that dangerous condition. Upon information and belief, the liquid/water had been on the floor for a sufficient length of time that Defendant's employees knew of or should have discovered the condition.

**RESPONDEAT SUPERIOR**

12. Under the doctrine of *respondeat superior*, Defendant is vicariously liable for the actions of their respective employee(s) who were acting within the course and scope of their employment with Defendant.

**PLAINTIFF'S CLAIM AGAINST DEFENDANT**

13. At all times material hereto, Defendant was the owner and operators of the Bed Bath & Beyond Inc d/b/a Bed Bath & Beyond located at 13910 Dallas Parkway in Dallas, Texas, 75240 and Defendant's employed the employees working in said restaurant.

14. At all times material hereto, Plaintiff was an invitee on the premises.

15. Defendant and/or its employees knew or should have known of the dangerous condition created by the water on the floor.

16. The condition presented an unreasonable risk of harm to store patrons, such as Plaintiff.

17. Defendant failed to make the condition reasonably safe and failed to provide Plaintiff with an adequate warning of the condition.

18. Plaintiff fell and was injured as a direct and proximate result of Defendant's failures to make the condition reasonably safe and to warn Plaintiff of the condition.

**DAMAGES FOR PLAINTIFF**

19. As a direct and proximate result of the occurrence made the basis of this lawsuit, and Defendant's acts as described herein, Plaintiff was caused to suffer injuries to his person and to incur the following damages:

- a. Reasonable medical care and expenses in the past. These expenses were incurred by him for the necessary care and treatment of the injuries resulting from the accident complained of herein and such charges are reasonable and were usual and customary charges for such services in the Texas counties in which they were incurred;
- b. Physical pain and suffering in the past;
- c. Physical pain and suffering which will, in all probability, be incurred in the future;
- d. Physical impairment in the past; and
- e. Physical impairment which, in all probability, will be suffered in the future.

**PRAYER**

WHEREFORE, PREMISES CONSIDERED, Plaintiff respectfully prays that Defendant be cited to appear and answer herein, and that upon a final hearing of the cause, judgment be entered for Plaintiff against Defendant for damages in an amount within the jurisdictional limits of the Court; together with pre-judgment interest at the maximum rate allowed by law; post-judgment interest at the legal rate, costs of court; and such other and further relief to which Plaintiff may be entitled at law or in equity.

Respectfully submitted,

**LAW OFFICES OF ZIMMERMAN,  
COTNER, RESSETAR, BENNETT & LANE**

A Professional Corporation

3501 West Waco Drive

Waco, Texas 76710

(254) 752-9688

(254) 752-9680 (fax)

BY: 

MICHAEL A. ZIMMERMAN

State Bar No. 22271400

[mzimmerman@zlawhelp.com](mailto:mzimmerman@zlawhelp.com)

**ATTORNEYS FOR PLAINTIFF**

# **EXHIBIT B**

DC-23-01958

ALFRED ZEVE,	§	IN THE DISTRICT COURT
	§	
Plaintiff,	§	
	§	
v.	§	
	§	101 <sup>ST</sup> JUDICIAL DISTRICT
BED BATH & BEYOND INC. d/b/a BED	§	
BATH & BEYOND,	§	
	§	
Defendant.	§	DALLAS COUNTY, TEXAS

**SUGGESTION OF BANKRUPTCY**

TO THE HONORABLE JUDGE OF SAID COURT:

This firm represents Defendant BED BATH & BEYOND INC., with respect to the above-referenced matter. In accordance with my obligations, I hereby report to the Court that on April 23, 2023, Defendant BED BATH & BEYOND INC. filed a voluntary Chapter 11 petition for bankruptcy in the United States Bankruptcy Court for the District of New Jersey under Case No. 23-13359-VFP, thereby triggering the automatic stay provisions contained in 11 USC § 362 (a). Attached is a copy of the filed petition.

Respectfully submitted,

/s/ J. Eric Elder

J. Eric Elder

State Bar No. 24012583

Eric.Elder@wilsonelser.com

**WILSON ELSE MOSKOWITZ**

**EDELMAN & DICKER, LLP**

901 Main Street, Suite 4800

Dallas, Texas 75202

Telephone: 214-698-8000

Facsimile: 214-698-1101

**ATTORNEYS FOR DEFENDANT**

**BED BATH & BEYOND INC. d/b/a**

**BED BATH & BEYOND**

**CERTIFICATE OF SERVICE**

This is to certify that on April 25, 2023, a true and correct copy of the above and foregoing was served pursuant to the Texas Rules of Civil Procedure and via electronic correspondence on all parties of record by operation of the Court's electronic filing system.

**E-File Service**

Michael A. Zimmerman  
3501 West Waco Drive  
Waco, TX 76710  
254-752-9680 fax  
mzimmerman@zlawhelp.com  
Attorneys for Plaintiff

/s/ J. Eric Elder

J. Eric Elder

Fill in this information to identify the case:

United States Bankruptcy Court for the:

**District of New Jersey**

(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name **Bed Bath & Beyond Inc.**

2. All other names debtor used in the last 8 years **N/A**

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **1 1 - 2 2 5 0 4 8 8**

4. Debtor's address **Principal place of business** **Mailing address, if different from principal place of business**

**650 Liberty Avenue**

Number Street

Number Street

P.O. Box

**Union, New Jersey 07083**

City State Zip Code

City State Zip Code

**Location of principal assets, if different from principal place of business**

**Union County**

County

Number Street

City State Zip Code

5. Debtor's website (URL) **<https://www.bedbathandbeyond.com/>**

6. Type of debtor ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify:



Debtor Bed Bath & Beyond Inc.  
Name

Case number (if known)

**7. Describe debtor's business****A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .**  
**4422 (Home Furnishings Stores)**

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No
- ☐ Yes.

District \_\_\_\_\_

When MM/DD/YYYY

Case number \_\_\_\_\_

District \_\_\_\_\_

When MM/DD/YYYY

Case number \_\_\_\_\_

If more than 2 cases, attach a separate list.

Debtor Bed Bath & Beyond Inc. Case number (if known) \_\_\_\_\_  
Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No ☒ Yes. Debtor See Rider 1 Relationship Affiliate  
District District of New Jersey When 04/23/2023  
List all cases. If more than 1, attach a separate list. Case number, if known \_\_\_\_\_ MM / DD / YYYY

11. Why is the case filed in this district? Check all that apply:  
☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.  
☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.  
**Why does the property need immediate attention? (Check all that apply.)**  
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_  
☐ It needs to be physically secured or protected from the weather.  
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).  
☐ Other \_\_\_\_\_

**Where is the property?**  
Number Street  
City State Zip Code

**Is the property insured?**  
☐ No  
☐ Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

#### Statistical and administrative information

13. Debtor's estimation of available funds Check one:  
☒ Funds will be available for distribution to unsecured creditors.  
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input checked="" type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

Debtor Bed Bath & Beyond Inc.  
Name

Case number (if known)

- 15. Estimated assets (on a consolidated basis)**
- |                                                |                                                      |                                                                  |
|------------------------------------------------|------------------------------------------------------|------------------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |
- 16. Estimated liabilities (on a consolidated basis)**
- |                                                |                                                      |                                                                  |
|------------------------------------------------|------------------------------------------------------|------------------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/23/2023  
MM/DD/YYYY

x

/s/ Holly Etlin

Signature of authorized representative of debtor

Holly Etlin

Printed name

Title Chief Financial Officer and Chief Restructuring Officer

**18. Signature of attorney**

x

/s/ Michael D. Sirota

Signature of attorney for debtor

Date 04/23/2023  
MM/DD/YYYY

Michael D. Sirota  
Printed name

Cole Schotz P.C.  
Firm name

Court Plaza North, 25 Main Street  
Number Street

Hackensack  
City

(201) 489-3000  
Contact phone

014321986  
Bar number

New Jersey  
State 07601  
ZIP Code

msirota@coleschotz.com  
Email address

New Jersey  
State

Official Form 201A (12/15)

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

In re: )  
 ) Chapter 11  
BED BATH & BEYOND INC., )  
 ) Case No. 23-\_\_\_\_\_( )  
 )  
Debtor. )

**Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 0-20214

2. The following financial data is the latest available information and refers to the debtor's condition on August 27, 2022/November 26, 2022

(a) Total assets	\$	<u>4,401,426,000</u>	
(b) Total debts (including debts listed in 2.c., below)	\$	<u>5,200,069,000</u>	
(c) Debt securities held by more than 500 holders		<u>3</u>	
			Approximate number of holders:
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>284,391,000</u>	<u>3,650</u>
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>225,000,000</u>	<u>4,125</u>
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>675,010,000</u>	<u>2,175</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>                    </u>	<u>                    </u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$	<u>                    </u>	<u>                    </u>
(d) Number of shares of preferred stock			<u>180</u>
(e) Number of shares of common stock			<u>739,056,836<sup>1</sup></u>

Comments, if any: Debt securities in section 2(c) are as of August 27, 2022. All other information is as of November 26, 2022, the date of the Company's last quarterly filing.

3. Brief description of debtor's business: An omni-channel retailer offering a wide assortment of merchandise in the home, baby, beauty and wellness markets and operates under the names Bed Bath & Beyond, buybuy BABY and Harmon, Harmon Face Values or Face Values.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:  
N/A

<sup>1</sup> Total outstanding preferred stock in section 2(d) and common stock in section 2(e) reflects the latest available, unaudited information and is based solely on the Debtor's records.

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
<b>District of New Jersey</b>	
(State)	
Case number (if known): _____	Chapter <u>11</u>

☐ Check if this is an amended filing

**Rider 1**  
**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the District of New Jersey for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Bed Bath & Beyond Inc.

- Bed Bath & Beyond Inc.
- Alamo Bed Bath & Beyond Inc.
- BBB Canada LP Inc.
- BBB Value Services Inc.
- BBY Management Corporation
- BBYCF LLC
- BBYTF LLC
- Bed Bath & Beyond of Annapolis, Inc.
- Bed Bath & Beyond of Arundel Inc.
- Bed Bath & Beyond of Baton Rouge Inc.
- Bed Bath & Beyond of Birmingham Inc.
- Bed Bath & Beyond of Bridgewater Inc.
- Bed Bath & Beyond of California Limited Liability Company
- Bed Bath & Beyond of Davenport Inc.
- Bed Bath & Beyond of East Hanover Inc.
- Bed Bath & Beyond of Edgewater Inc.
- Bed Bath & Beyond of Falls Church, Inc.
- Bed Bath & Beyond of Fashion Center, Inc.
- Bed Bath & Beyond of Frederick, Inc.
- Bed Bath & Beyond of Gaithersburg Inc.
- Bed Bath & Beyond of Gallery Place L.L.C.
- Bed Bath & Beyond of Knoxville Inc.
- Bed Bath & Beyond of Lexington Inc.
- Bed Bath & Beyond of Lincoln Park Inc.
- Bed Bath & Beyond of Louisville Inc.
- Bed Bath & Beyond of Mandeville Inc.
- Bed Bath & Beyond of Manhattan, Inc.
- Bed Bath & Beyond of Opry Inc.
- Bed Bath & Beyond of Overland Park Inc.
- Bed Bath & Beyond of Palm Desert Inc.
- Bed Bath & Beyond of Paradise Valley Inc.
- Bed Bath & Beyond of Pittsford Inc.
- Bed Bath & Beyond of Portland Inc.
- Bed Bath & Beyond of Rockford Inc.
- Bed Bath & Beyond of Towson Inc.
- Bed Bath & Beyond of Virginia Beach Inc.
- Bed Bath & Beyond of Waldorf Inc.
- Bed Bath & Beyond of Woodbridge Inc.
- bed 'n bath Stores Inc.
- Buy Buy Baby of Rockville, Inc.
- Buy Buy Baby of Totowa, Inc.
- Buy Buy Baby, Inc.
- BWAO LLC
- Chef C Holdings LLC
- Decorist, LLC
- Deerbrook Bed Bath & Beyond Inc.
- Harmon of Brentwood, Inc.
- Harmon of Caldwell, Inc.
- Harmon of Carlstadt, Inc.
- Harmon of Franklin, Inc.
- Harmon of Greenbrook II, Inc.
- Harmon of Hackensack, Inc.
- Harmon of Hanover, Inc.
- Harmon of Hartsdale, Inc.
- Harmon of Manalapan, Inc.
- Harmon of Massapequa, Inc.
- Harmon of Melville, Inc.
- Harmon of New Rochelle, Inc.
- Harmon of Newton, Inc.
- Harmon of Old Bridge, Inc.
- Harmon of Plainview, Inc.
- Harmon of Raritan, Inc.
- Harmon of Rockaway, Inc.
- Harmon of Shrewsbury, Inc.
- Harmon of Totowa, Inc.
- Harmon of Wayne, Inc.
- Harmon of Westfield, Inc.
- Harmon of Yonkers, Inc.
- Harmon Stores, Inc.
- Liberty Procurement Co. Inc.
- Of a Kind, Inc.
- One Kings Lane LLC
- San Antonio Bed Bath & Beyond Inc.
- Springfield Buy Buy Baby, Inc.

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

	)	
In re:	)	Chapter 11
	)	
BED BATH & BEYOND INC.,	)	Case No. 23-_____( )
	)	
Debtor.	)	(Joint Administration Requested)
	)	

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

Equity Holder	Address of Equity Holder	Type of Equity Security <sup>2</sup>	Percentage of Equity Held
N/A	N/A	N/A	N/A

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case. By the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) File A Consolidated List of the Debtors' 30 Largest Unsecured Creditors (B) File A Consolidated List of Creditors in Lieu of Submitting A Separate Mailing Matrix for Each Debtor, (C) Redact Certain Personally Identifiable Information, (D) Waiving the Requirement to File A List of Equity Holders and Provide Notices Directly to Equity Security Holders, and (II) Granting Related Relief* filed contemporaneously herewith, the Debtor is requesting a waiver of the requirement under Bankruptcy Rule 1007 to file a list of all of its equity security holders.

<sup>2</sup> Outstanding warrants are not reflected in ownership.

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

_____	)	
In re:	)	Chapter 11
	)	
BED BATH & BEYOND INC.,	)	Case No. 23-_____( )
	)	
Debtor.	)	(Joint Administration Requested)
_____	)	

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, there are no corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests.

Fill in this information to identify the case:

Debtor name: Bed Bath & Beyond Inc. et al.  
 United States Bankruptcy Court for the District of New Jersey  
 (State)  
 Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing

Official Form 204

**Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders<sup>1</sup>**

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	BNY MELLON 500 ROSS ST 12TH FLOOR PITTSBURGH, PA 15262	CLAYTON COLQUITT (412)-236-5807 CLAYTON.COLQUITT@BNYMELLON.COM	UNSECURED BONDS				\$1,184,694,000.00
2	PERSONALIZATIONMALL 51 SHORE DR BURR RIDGE, IL 60527	ROBERT TURNER (630)-910-6000 ROBERTT@PMALL.COM	TRADE PAYABLE				\$11,095,721.42
3	INTERSOFT DATA LABS INC 1330 W FULTON MARKET CHICAGO, IL 60607	RALPH LIUZZO (410)-461-4723 RALPH.LIUZZO@INTSOF.COM	TRADE PAYABLE				\$6,836,763.63
4	FEDERAL HEATH SIGN COMPANY LLC P.O. BOX 678203 TAMPA, FL 33626	SUSAN ALDRIDGE (800)-342-2597 SALDRIDGE@FEDERALHEATH.COM	TRADE PAYABLE				\$6,770,268.26
5	KDM POPSOLUTIONS GROUP 10450 MEDALLION CINCINNATI, OH 45241	BILL ZIMMERMAN (513)-769-3500 B.ZIMMERMAN@KDMPOP.COM	TRADE PAYABLE				\$6,641,012.24
6	COMMISSION JUNCTION INC 530 E. MONTECITO STREET #106 SANTA BARBARA, CA 93103	SOPHIE RAMOS (805)-971-3037 CJAR@CJ.COM	TRADE PAYABLE				\$6,162,076.79
7	IDX 101 RIVER RIDGE JEFFERSONVILLE, IN 47130	ROBERT GIOVINO (800)-939-4170 ROBERT.GIOVINO@IDXCORPORATI ON.COM	TRADE PAYABLE				\$4,920,884.34

<sup>1</sup> On a consolidated basis. The information herein shall not constitute an admission of liability by, nor is it binding on, and Debtors with respect to all or any portion of the claims listed below. Moreover, nothing herein shall affect any Debtor's right to challenge the amount or characterization of any claim at a later date.



	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8	NATIONAL TREE COMPANY 2 COMMERCE DRIVE CRANFORD, NJ 07016	DONNA CYRIL (800)-280-8733 DONNA@NATIONALTREE.COM	TRADE PAYABLE				\$4,527,134.54
9	NORTH AMERICAN CORPORATION 2101 CLAIRE COURT GLENVIEW, IL 60025	KRISTIE SCHNIER (847)-832-4000 KSCHNIER@NA.COM	TRADE PAYABLE				\$4,384,027.43
10	KEECO LLC 30736 WIEGMAN ROAD HAYWARD, CA 94544	ANDREA GRASSI (212)-685-9077 ANDREAG@GRASSIASSOCIATESINC.COM	TRADE PAYABLE				\$4,231,687.55
11	FEDEX P.O. BOX 371461 PITTSBURGH, PA 15250	GREGORY DI SESSA (201)-787-0091 GJDISESSA@FEDEX.COM	TRADE PAYABLE				\$3,884,415.89
12	TEMPUR-PEDIC 2 COMMERCE DRIVE CRANFORD, NJ 07016	CINDY TREAGER (859)-455-2483 CINDY.TREAGER@TEMPURSEALY.COM	TRADE PAYABLE				\$3,733,616.10
13	FACEBOOK, INC. 15161 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	MARVIN ROBLES (512)-543-2942 IDOAN@FACEBOOK.COM	TRADE PAYABLE				\$3,428,867.98
14	ARTSANA USA INC 1826 WILLIAM PENN WAY LANCASTER, PA 17601	STEVE RUBIN (877)-424-4226 STEVE.RUBIN@ARTSANA.COM	TRADE PAYABLE				\$3,323,738.80
15	LIFETIME BRANDS INC 150 EAST 58TH STREET NEW YORK, NY 10155	CAROL MARKS (609)-241-7321 CAROL.MARKS@LIFETIMEBRANDS.COM	TRADE PAYABLE				\$3,279,438.28
16	KEPLER GROUP LLC P O BOX 419271 BOSTON, MA 02241	HANNAH GROBMYER (646)-524-6896 HGROBMYER@KEPLERGRP.COM	TRADE PAYABLE				\$3,260,123.50
17	WILLIAM CARTER CO. 3438 PEACHTREE ROAD NE ATLANTA, GA 30326	VANNESCIA WATKINS-BANKS (646)-677-0866 VANNESCIA.WATKINS-BANKS@CARTERS.COM	TRADE PAYABLE				\$3,143,426.77
18	TESTRITE PRODUCTS CORP. 1900 S BURGUNDY PLACE ONTARIO, CA 91761	CLAUDIA VEGA (909)-605-9899 CLAUDIA.V@TESTRITE-USA.COM	TRADE PAYABLE				\$3,051,808.69
19	VERIZON BUSINESS NETWORK ONE VERIZON WAY BASKING RIDGE, NJ 07920	NORMA MCEWAN (866)-925-0077 NORMA.MCEWAN@VERIZON.COM	TRADE PAYABLE				\$2,962,792.95
20	Pinterest, Inc. 651 BRANNAN ST SAN FRANCISCO, CA 94107	COLE REUTTER (415)-62-7100 AR@PINTEREST.COM	TRADE PAYABLE				\$2,839,480.57

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	BRIDGETREE LLC 133 NORTH MAIN STREET MOORESVILLE, NC 28115	MICHELE BOVE (704)-604-8708 MBOVE@BRIDGETREE.COM	TRADE PAYABLE				\$2,658,031.85
22	CITRUS AD INTERNATIONAL INC P.O. BOX 7410138 Chicago, IL 60674	STEPHANIE RICHMOND (813)-451-4794 STEPHANIE.RICHMOND@CITRUSAD.COM	TRADE PAYABLE				\$2,639,065.54
23	KEURIG GREEN MOUNTAIN INC. PO BOX 414159 BOSTON, MA 02241	ANDREW ARCHAMBAULT (781)-460-4507 ARCHAMBAULT@KEURIG.COM	TRADE PAYABLE				\$2,637,919.04
24	THE KNOT WORLDWIDE INC PO BOX 32177 NEW YORK, NY 10087	ASHLEY BERGEN (877)-331-7752 ABERGEN@THEKNOTWW.COM	TRADE PAYABLE				\$2,628,538.02
25	SHARKNINJA SALES COMPANY 89 A STREET NEEDHAM, MA 02494	CAROL WEINBERG (855)-427-5127 CWEINBERG@SHARKNINJA.COM	TRADE PAYABLE				\$2,622,349.48
26	LENOX CORPORATION 1414 RADCLIFFE STREET BRISTOL, PA 19007	CYNTHIA LAFFERTY (732)-642-7332 CYNTHIA_LAFFERTY@LENOX.COM	TRADE PAYABLE				\$2,578,451.71
27	BLUE YONDER INC 15059 N SCOTTSDALE RD SCOTTSDALE, AZ 85254	DEBORAH COLEY (480)-308-3000 DEBORAH.COLEY@BLUEYONDER.COM	TRADE PAYABLE				\$2,483,355.00
28	F 3 METALWORX INC 12069 EAST MAIN ROAD NORTH EAST, PA 16428	LORENA UNTALAN (716)-439-8771 LUNTALAN@F3METALWORX.COM	TRADE PAYABLE				\$2,480,004.13
29	MADIX INC. 500 AIRPORT RD TERRELL, TX 75160	SCOTT SCHERBAK (800)-527-2129 SSCHERBA@MADIXINC.COM	TRADE PAYABLE				\$2,453,870.05
30	GRANITE TELECOMMUNICATIONS LLC P.O. BOX 983119 BOSTON, MA 02298	LISA BURTON (866)-847-5500 LMARIEBURTON@GRANITENET.COM	TRADE PAYABLE				\$2,413,661.88

**OMNIBUS RESOLUTION OF THE  
BOARD OF DIRECTORS, OF BED BATH & BEYOND INC.**

**April 22, 2023**

The requisite members of the board of directors (the “**Board**”) of Bed Bath & Beyond Inc., a New York corporation (“**Bed Bath & Beyond**” or the “**Company**”), organized and existing under the internal laws of New York, as set forth in the Company’s charter of incorporation, hereby take the following actions and adopt the following resolutions pursuant to the Company’s bylaws and the applicable laws of the state or country of incorporation of the Company.

1.     Resolutions

**WHEREAS**, the Board, having reviewed and considered (i) the filing of a voluntary petition for relief for the Company under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (as amended, the “**Bankruptcy Code**”) pursuant to applicable law and in accordance with the requirements of the Company’s governing documents and applicable law (the “**Restructuring Matters**”); and (ii) to the extent applicable, authorizing entry into and performance under the DIP Facility Documents as defined herein,

**WHEREAS**, on February 2, 2023, pursuant to Article IV, Section 1 of the Bylaws of the Company, the Board previously appointed Holly Etlin as Interim Chief Financial Officer of the Company,

**WHEREAS**, pursuant to Article IV, Section 1 of the Bylaws of the Company, the Board deems it advisable and in the best interests of the Company and its shareholders to appoint Holly Etlin as Chief Financial Officer,

**WHEREAS**, the Board having reviewed and considered the materials presented by the management of the Company and the Company’s financial and legal advisors, and having had adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to the Company,

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that, pursuant to the articles of incorporation and applicable governing documents of the Company, the undersigned do hereby adopt the following resolutions:

***Chapter 11 Filing***

**RESOLVED**, in the business judgment of the Board it is desirable and in the best interest of the Company, the stakeholders, the creditors, and other parties in interest, that the Company files or causes to be filed voluntary petitions for relief (the “**Bankruptcy Petitions**”) under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of New Jersey, and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States, and, in accordance with the requirements in the Company’s governing documents and applicable law, hereby consents to, authorizes and approves, the filing of the Bankruptcy Petitions;

**RESOLVED**, any director or other duly appointed officer of the Company (collectively, the “**Authorized Persons**”), which shall include the Chief Restructuring Officer, the Chief Executive Officer, Chief Financial Officer, General Counsel, any Executive Vice President, or any Senior Vice President, shall be, and each of them individually hereby is, authorized and directed for and on behalf of the Company to take all actions (including, without limitation, to negotiate and execute any documents, certificates, supplemental agreements, and instruments) to act as signatory and attorney on behalf of the Company in respect of the Restructuring Matters and/or any persons to whom such Authorized Persons and/or officers delegate certain responsibilities, be, and hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, but not limited to, any action necessary or proper to maintain the ordinary course operations of the Company’s or any of its subsidiary’s businesses.

***Appointment of Chief Restructuring Officer***

**RESOLVED**, that Holly Etlin be, and hereby is, appointed to serve as the Chief Restructuring Officer of each Company;

**RESOLVED**, the Chief Restructuring Officer shall have such authority with respect to the Companies as is described in that certain engagement letter dated as of April 21, 2023, by and among the Company and AP Services, LLC (the “**Engagement Letter**”);

**RESOLVED**, that Ms. Etlin shall be and is hereby authorized to manage the chapter 11 cases and court-supervised liquidation and sale process, and shall report directly to and serve at the direction of an ad hoc committee of the following directors of the Boards, Carol Flaton, Pamela Corrie, Jonathan Foster, and Joshua Schechter, in accordance with the terms and conditions of the Engagement Letter and these resolutions;

**RESOLVED**, that the Engagement Letter is hereby approved, and any Authorized Person, acting alone or with one or more Authorized Persons, be, and each of them hereby is, authorized, empowered, and directed to execute, deliver, and perform each Company’s obligations under the Engagement Letter on behalf of the Companies and in its name with such changes therein or additions, deletions, or modifications thereto as the Authorized Person signing the same may approve, such approval may be conclusively evidenced by such Authorized Person’s execution and delivery of the Engagement Letter.

***Appointment of Chief Financial Officer***

**RESOLVED**, that Holly Etlin be, and hereby is, appointed and elected to serve as an officer of the Company and to hold the position of Chief Financial Officer;

**RESOLVED**, that Ms. Etlin shall serve in accordance with the Bylaws, as shall be in effect from time to time, with such other authority and responsibility as is customary for such position and title and shall act in such capacity until her successor is duly elected and qualified or, if earlier, until her successor has been duly elected or until her death, resignation or removal; and

**RESOLVED**, that, as an officer of the Company, Ms. Etlin is authorized to sign and deliver any agreement in the name of the Company and to otherwise obligate the Company in any respect relating to matters of the business of the Company, and to delegate such authority

in her discretion, within the policies of the Company as approved from time to time by the Board.

### ***Retention of Professionals***

**RESOLVED**, each of the Authorized Persons, be, and hereby are, authorized, empowered, and directed to employ on behalf of the Company: (i) the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “**Kirkland**”) as bankruptcy counsel; (ii) the law firm of Cole Schotz as local bankruptcy counsel; (iii) Lazard as investment banker; (iv) AlixPartners LLP as restructuring advisor; (v) Deloitte as tax advisor; (vi) Kroll Restructuring Administration as claims and noticing agent; and (vii) any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals the Authorized Persons deem necessary, appropriate or advisable; each to represent and assist the Company in carrying out its duties and responsibilities and exercising its rights under the Bankruptcy Code and any applicable law (including, but not limited to, the law firms filing any pleadings or responses); and in connection therewith, the Authorized Persons, be, and hereby are authorized, empowered and directed, in accordance with the terms and conditions hereof, to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services; and

**RESOLVED**, each of the Authorized Persons, be, and hereby are, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to perform such further actions and execute such further documentation that the Authorized Persons in their absolute discretion deem necessary, appropriate or desirable in accordance with these resolutions.

### ***Use of Cash Collateral, Debtor-in-Possession Financing, and Adequate Protection***

**RESOLVED**, to the extent applicable to the Companies, in the business judgment of the Authorizing Bodies it is desirable and in the best interest of the Companies, their stakeholders, their creditors, and other parties in interest to obtain the benefits of (i) the use of cash collateral, as such term is defined in section 363(a) of the Bankruptcy Code (“**Cash Collateral**”), which is security for certain of the Companies’ prepetition secured lenders (the “**Prepetition Secured Lenders**”) under certain credit facilities by and among the Companies, the guarantors party thereto, and the lenders party thereto; and (ii) the incurrence of debtor-in-possession financing obligations (“**DIP Financing**”) by entering into that certain Superpriority Senior Secured Debtor-in-Possession Term Loan Credit Agreement (together with all exhibits, schedules, and annexes thereto, as amended, amended and restated, supplemented, or otherwise modified from time to time, the “**DIP Credit Agreement**”) by and among Bed Bath & Beyond, certain of the Companies, the financial institutions from time to time party thereto and their successors and assigns (collectively the “**DIP Lenders**”), Sixth Street Specialty Lending, Inc. in its capacity as administrative agent for the DIP Lenders (in such capacity and together with any successor or assigns, the “**DIP Agent**”) on the terms set forth therein;

**RESOLVED**, in order to use and obtain the benefits of DIP Financing and the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, each Company will provide certain adequate protection to the Prepetition Secured Lenders (the “**Adequate Protection Obligations**”) as documented in proposed interim and final orders (collectively, the “**Financing Orders**”) to be submitted for approval of the Bankruptcy Court, and, to the extent that each Company is required to obtain consent from the Prepetition Secured Lenders to enter

into any of the DIP Facility Documents, as defined herein, such consent has been (or will be) obtained from the Consenting Creditors;

**RESOLVED**, in the business judgment of the Authorizing Bodies, the form, terms, and provisions of the DIP Credit Agreements and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents required to consummate the transaction considered by the Financing Orders (collectively, the “**DIP Facility Documents**”), substantially in the forms circulated to the Authorizing Bodies, and each Company’s execution, delivery and performance of its obligations under the DIP Facility Documents, including without limitation the grant of security interests under the DIP Facility Documents, and any borrowings or guaranty therewith, be, and hereby are, in all respects, authorized and approved:

**RESOLVED**, each Company will obtain benefits from the incurrence of the borrowings under the DIP Credit Agreement and the other obligations under the DIP Credit Agreement and the other Loan Documents (as defined in the DIP Credit Agreement) which are necessary and convenient to the conduct, promotion, and attainment of the business of such Company;

**RESOLVED**, to the extent applicable, each Company shall be, and is hereby, authorized to enter into the DIP Facility Documents and incur the obligations thereunder (the “**DIP Obligations**”), including the borrowing of the loans under the DIP Credit Agreement, and other obligations related to the DIP Financing and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Facility Documents, including granting liens on and security interests in its assets, including the Collateral (as defined in the DIP Credit Agreement), to the DIP Agent, and each of the Authorized Persons be, and hereby are, authorized, empowered, and directed in the name of, and on behalf of, each Company to execute deliver, and perform all of the obligations and the transactions contemplated under each of the DIP Facility Documents in the name and on behalf of each Company, with such changes, additions, and modifications thereto as such Authorized Person shall approve, with such approval to be conclusively evidenced by such Authorized Person’s execution and delivery thereof;

**RESOLVED**, each of the Authorized Persons be, and hereby are, authorized, in the name and on behalf of each Company, to take all such further actions, or cause all such further actions to be taken and to execute and deliver all such further agreements, documents, instruments, certificates recordings, and filings, in the name and on behalf of each Company, as in the determination of such Authorized Person shall be necessary, proper, or advisable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions and to consummate the transactions contemplated thereby, such authority to be conclusively evidenced by the execution of any document or the taking of any such action by such Authorized Person;

**RESOLVED**, each of the Authorized Persons be, and hereby are, authorized, in the name and on behalf of each Company, to enter into any guarantees as described or contemplated by the DIP Facility Documents or any other documents, certificates, instruments, agreements, intercreditor agreements, any extension amendment, any incremental agreement, or any other amendment required to consummate the transactions contemplated by the DIP Facility Documents and perform its obligations thereunder and to guarantee the payment and performance of the DIP Obligations of the Companies and any other guarantor thereunder;

**RESOLVED**, each of the Authorized Persons be, and hereby are, authorized, empowered, and directed in the name of, and on behalf of, each Company to seek authorization to incur the DIP Obligations and approval to use Cash Collateral pursuant to the Financing

Orders, and any Authorized Person be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary to implement the postpetition financing, including the Adequate Protection Obligations to the Prepetition Secured Lenders in accordance with section 363 of the Bankruptcy Code, as well as any additional or further agreements for entry into the DIP Facility Documents and the use of Cash Collateral in connection with the chapter 11 case, which agreements may require the Companies to grant adequate protection and liens to the Prepetition Secured Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Companies pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Person approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

**RESOLVED**, each of the Authorized Persons be, and hereby are, authorized, directed, and empowered, in the name of, and on behalf of, the Company to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, each of the transactions contemplated by the DIP Facility Documents and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or required documents to which the Company is or will be party or any order entered into in connection with the chapter 11 case (together with the DIP Facility Documents and the Financing Orders, collectively, the “**Financing Documents**”) and to incur and pay or cause to be paid all related fees and expenses, with such changes, additions and modifications thereto as an Authorized Person executing the same shall approve;

**RESOLVED**, the Company, as debtors and debtors-in-possession under the Bankruptcy Code be, and hereby are, authorized, empowered, and directed to incur any and all obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Financing Documents, including granting liens on its assets to secure such obligations; and

**RESOLVED**, each of the Authorized Persons, be, and hereby are, authorized, empowered, and directed in the name of, and on behalf of, the Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the postpetition financing or any of the Financing Documents or to do such other things which shall in his or her sole business judgment be necessary, desirable, proper, or advisable in order to perform the DIP Obligations and to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his or her or their execution thereof.

#### ***Further Actions and Prior Actions***

**RESOLVED**, the Company is hereby authorized to authorize (and the Company hereby authorizes) any direct or indirect subsidiary of the Company or any entity of which such Company or any subsidiary of such Company is the sole member, general partner, managing member, or equivalent manager, as applicable, to take each of the actions described in these resolutions or any of the actions authorized in these resolutions, and none of the resolutions contained herein, or action taken in furtherance hereto, shall have or cause an adverse effect on any such subsidiary or such Company’s interest therein (including without limitation, any automatic dissolution, divestiture, dissociation, or like event under applicable law).

**RESOLVED**, in addition to the specific authorizations heretofore conferred upon the Authorized Persons, the Authorized Persons, either individually or as otherwise required by the Company's governing documents and applicable law, be, and each of them hereby is, authorized to execute, acknowledge, deliver, and file any and all agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds and other documents on behalf of the Company relating to the Restructuring Matters.

**RESOLVED**, each of the Authorized Persons (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Person's or Authorized Persons' absolute discretion, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolution adopted herein.

**RESOLVED**, the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the governing documents of the Company, or hereby waives any right to have received such notice.

**RESOLVED**, all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Board.

**RESOLVED**, any Authorized Person be, and each of them hereby is, authorized to do all such other acts, deeds and other things as the Company itself may lawfully do, in accordance with its governing documents and applicable law, howsoever arising in connection with the matters above, or in furtherance of the intentions expressed in the foregoing resolutions, including, but not limited to, the negotiation, finalization, execution and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds and other documents whatsoever as the individual acting may in his/her absolute and unfettered discretion approve, deem or determine necessary, appropriate or advisable, such approval, deeming or determination to be conclusively evidenced by said individual taking such action or the execution thereof.

\* \* \* \* \*



Fill in this information to identify the case and this filing:	
Debtor Name	Bed Bath & Beyond Inc.
United States Bankruptcy Court for the:	District of New Jersey (State)
Case number (If known):	

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING** – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration **List of Equity Security Holders, Corporate Ownership Statement, and Certification of Creditor Matrix**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

04/23/2023  
MM/ DD/YYYY

☒ */s/ Holly Etlin*

Signature of individual signing on behalf of debtor

Holly Etlin

Printed name

Chief Financial Officer and Chief Restructuring Officer

Position or relationship to debtor

### Automated Certificate of eService

This automated certificate of service was created by the eFiling system. The filer served this document via email generated by the eFiling system on the date and to the persons listed below. The rules governing certificates of service have not changed. Filers must still provide a certificate of service that complies with all applicable rules.

cynthia terrell on behalf of Johnathan Eric Elder

Bar No. 24012583

cynthia.terrell@wilsonelser.com

Envelope ID: 74992064

Filing Code Description: Notice Of Bankruptcy

Filing Description:

Status as of 4/25/2023 4:06 PM CST

Associated Case Party: BED BATH & BEYOND INC

Name	BarNumber	Email	TimestampSubmitted	Status
Cynthia Terrell		Cynthia.Terrell@wilsonelser.com	4/25/2023 12:32:00 PM	SENT
Carrie Woolverton		carrie.woolverton@wilsonelser.com	4/25/2023 12:32:00 PM	SENT
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